The
THOREAU SOCIETY
BULLETIN

The Thoreau Society, Inc. is an informal gathering of students and followers of Henry David Thoreau. Ann Zwinger, Colorado Springs, Co., president; Marion Wheeler, Concord, Mass., vice-president; Walter Harding, SUNY, Geneseo, N.Y. 14454, secretary. Address communications to the secretary.
Dues ($5.00 a year; life membership, $100.00) should be sent to the Thoreau Society, Inc., P. O. Box 165, Concord, Mass. 01742.

BULLETIN ONE HUNDRED SIXTY THREE US I S S N 0040-6400 Spring 1983

THE 1983 ANNUAL MEETING

The 1983 annual meeting of the society will be held on Saturday July 9 at the First Parish Church in Concord, Mass. Doughnuts and coffee will be served in the vestry at 9 a.m. The business meeting will begin at 10. Roderick Nash, author of WILDERNESS AND THE AMERICAN MIND, will speak on "Keeping the Wild in Wilderness: Preservation Frontiers Thoreau Never Knew." The presidential address will be delivered by Ann Zwinger.

A luncheon will be served at 12:15. Cost $7.00. Reservations must be in the hands of Mrs. Russell Wheeler, 91 Hayward Ct., Concord, Mass. 01742 by Wednesday July 6.

The annual quiz will be held at 1:15. There will be tours of the Thoreau-Alcott House on Main Street at 2 and at 3:30 p.m. with Dr. & Mrs. Dinsmore as hosts. At 3 p.m. Gene and Mary Walker will conduct a nature walk, Marian Wheeler will lead a tour of Sleepy Hollow Cemetery, and Roland Robbins will show slides of early meetings and people of the society. At 4 Marcia Moss will show the Thoreau treasures of the Concord Free Public Library. There will be a sherry party and an autographing party at the Thoreau Lyceum at 5.

A box supper will be served at the Lyceum at 6. Cost: $4.50. Reservations (checks made out to The Thoreau Lyceum) must be in the hands of the Thoreau Lyceum, 156 Belknap St., Concord, Mass. 01742 by Wednesday, July 6.

At 8 p.m., J. Parker Huber, author of The Wildest Country, will show slides of Thoreau's Maine Woods.

Concurrent with the annual meeting, the Thoreau Lyceum will on Thursday evening July 7 sponsor a free lecture at 8 p.m. by Richard Fleck on "Thoreau's Maine Woods as a Metaphysical Extension of Walden" at the Lyceum.

On Friday night July 8, the Lyceum will sponsor a lecture by Michael Sperber, M.D., of Metropolitan State Hospital, on "Sauntering Icarus: A Psychobiographical Study of Thoreau," at the First Parish Hall at 8.

On Sunday morning July 10 at 9:30 a.m. Rev. Dana McLean Greeley will preach at the First Parish Church on "Henry David Thoreau and Institutionalism."

THE PROPOSED MERGER OF THE THOREAU SOCIETY AND THE THOREAU LYCEUM.

The major business at the annual meeting will of course be the discussion of and voting on the proposed merger of the Thoreau Society and the Thoreau Lyceum. The following reports are given to provide background information for that voting.

REPORT OF THE MERGER COMMITTEE.

In July, 1981, the annual meeting of the Thoreau Society asked for the appointment of a Joint Committee, in concert with the Thoreau Lyceum, to consider the possibility of closer cooperation between the two agencies, and even of ultimate merger. That Joint Committee has been meeting frequently since February, 1982, and reported progress in July, 1982. We felt initially that if merger was to be achieved, an interim period of two years would be better than one. In July, 1982, the Executive Committee recommended, and the Society voted, to transfer to the Lyceum several of the administrative or secretarial duties of which Walter Harding had requested for several years to be relieved, and to pay $2000 to the Lyceum for the performance of the same. Walt Harding would continue of course with his editorial work.

Our Joint Committee at first reviewed thoroughly the purposes and operations of both Organizations. They came unanimously to the conclusion that:

1) Both promote interest in the life and work of Henry David Thoreau;
2) Both promote publications relative to Thoreau;
3) Both have memberships and dues;
4) Both have literary collections and memorabilia.

There have been very close interlocking directorates, and interpersonal relationships between the two organizations. They have enjoyed fellowship together, and mutual appreciation at the time of the Annual Meeting of the Society in July.

There are differences. The Society is somewhat more a community of scholars, and meets as a Society twice a year. The Lyceum is a Thoreau learning center, with research library, Spring, Fall, and Summer lecture series, bookshop, gift shop, and instruction for individuals and groups.

Both have operated in the black or with modest deficits. The Society budget is very small; the Lyceum budget is 6 to 8 times larger. The Society has a very modest endowment. The Lyceum's physical plant is unencumbered by mortgage or any other liability. Both are tax free, as Massachusetts charitable corporations.

Your Joint Committee believes unanimously that the two organizations complement

one another, and would be stronger together than they are separately. We believe that there are no legal, organizational, financial, or programmatic reasons why a merger is not both possible and desirable.

Some doubts about a merger have been expressed:

1) Would members of the Society who never come to Concord receive any benefits by joining?

2) Might the possible raising of dues lose a significant number of members?

3) Will people generally happy with the Society as it is be unhappy with change?

4) Does a merger run the risk of financial instability?

In considering these questions, the Joint Committee concludes unanimously that the advantages of proceeding with a merger outweigh any possible disadvantages.

It will not cost more to run the two organizations together than to run them separately. We imagine strengthening the whole effort, leaving nothing undone that is now being done, and in time enlarging our program and influence.

The president of the Lyceum, Jack Clymer, has been recently the counsel for the Society, and is a member of our committee. At the Committee's request, and with its advice, he has prepared By-laws which of course can be altered by the membership. We have also a tentative proposed budget for the new organization, if we merge.

Our plan currently is to have the Board of the Lyceum and the members of the Thoreau Society vote by July on our proposals--including voting by proxy for Society members.

We reported to the Executive Committee of the Society on Wednesday, February 24, 1983, and were very pleased that on motion by Roland Robbins, seconded by Malcolm Ferguson, the Executive Committee unanimously approved our report, and voted to recommend to the annual meeting in July that "formal and official merger be enacted without delay."

If the merger is approved by both organizations, we repeat, all the work now being done by both groups will be carried on under the name of the Thoreau Society, with no diminution in the life of the Lyceum or the Society.

With earnest hopes for the future. Faithfully yours. The Joint Merger Committee: Albert Bussewitz, John Clymer, Malcolm Ferguson, Dana McLean Greeley (chairman), John McAleer, Mary McClintock, Lucile Needham, Ann Zwinger (ex-officio), Walter Harding (consultant), Anne McGrath (consultant).

REPORT OF THE EXECUTIVE COMMITTEE MEETING OF FEBRUARY 23, 1983.

At the 1982 Annual Meeting, the Thoreau Society membership heard the report of Dana Greeley, Chairman of an ad hoc committee appointed in 1981 to study merger of the Society and the Thoreau Lyceum. The membership, on the strength of this report, voted to establish a Merger Committee to study and report on the mechanics of merger to the Executive Committee of the Society, whose recommendation would then be presented at the July, 1983, meeting.

The Merger Committee, under Dana Greeley's admirable leadership, has met frequently this last year. As an ex-officio member I have enjoyed being able to attend. Jack Clymer, President of the Lyceum board and an attorney, drew up an excellent set of by-laws which are included in this issue of the bulletin. Secretary Lucile Needham has done an incredible job of collating wide-ranging and exceedingly lively discussions by the members of the committee into concise, accurate minutes.

In February the Executive Committee of the Thoreau Society met to hear the report of the committee. Several of the past presidents of the Society were present (as you know, the Executive Committee includes all past presidents and vice-presidents), and those who could not be wrote their opinions. The discussion was open and invigorating and answered many questions.

One important question was the character of the Lyceum. Since many out-of-town people are not familiar with it, I asked Director Anne McGrath to write a brief resume. She characterized it as "a Thoreau Learning Center" for people who are teaching, writing, or reading." This includes a course for second grades in the Concord Public Schools on Thoreau, and hosting Walter Harding's graduate seminars in the summer. "High schools and colleges bring classes here by appointment to be instructed about Thoreau, his life and works and particularly about his influence today. Our research library is open to scholars and browsers alike. We maintain a small specialized Thoreau bookshop selling old and new books by and about Thoreau and his contemporaries and we conduct a searching service for out-of-print Thoreau books. Six times a year we sponsor lectures by various kinds of people on Thoreau and related topics. Our membership is diverse and far flung, but all are connected in a sense by common interests and by the Lyceum's publication, The Concord Saunterer."

The proper report of the Merger Committee [above] belongs to Dana Greeley, but I must say that when Roland Wells Robbins moved that the Executive Committee recommend in July that merger take place as soon as possible, it was very enthusiastically endorsed by those present.

A merger requires a two-thirds vote of the Thoreau Society membership in order to accomplish merger. We will do this in two ways: by proxy from those who cannot be there, and by ballot by those who will attend the meeting on July 9.

In this bulletin you will find a copy of the proposed By-laws that would bring about the merger, and, enclosed, a proxy form.

Please fill out the proxy and mail as soon as possible. If you later attend the meeting and wish there to change your vote that will be possible. If we do not have sufficient votes by the time of the meeting, it will require a separate mailing and considerable time and expense to the society. Your prompt attention to sending in the proxy form would avoid all this.

I hope that as many members as possible will come to Concord this July. The pleasantness of these Annual Meetings is made possible by the work of those who live in Concord; that members from elsewhere and members of the community meet once a year to exchange ideas and common interests in such a cordial atmosphere is due to the thoughtfulness of those who set up the programs. This year's meeting should be a very special one, and the decisions to be made for the future are challenging ones indeed.--Ann Zwinger, President.

NEED TO RAISE DUES

It has been brought to my attention that increased costs of the Annual Meeting, plus publishing and mailing the Bulletin will necessitate a raise in dues simply to cover these expenses. I will bring this before the Executive Committee at our next meeting preceding the Annual Meeting in July, and their recommendation will be presented to the Membership on July 9. This will have to be considered and voted upon regardless of whether there is a merger or not.--Ann Zwinger.

PROPOSED BUDGET FOR THE THOREAU SOCIETY AFTER MERGER

INCOME	
Membership dues*	$12,200
Admissions to lyceum	5,000
Net profit of book shop, gift shop and sales of back publications	24,000
Interest, dividends, royalties	3,500
Miscellaneous donations	1,500
Programs (net of expense)	500
	46,700
EXPENSES	
Wages	27,500
Occupancy	6,000
Overhead (including computer)	2,500
Postage & printing (Saunterer & Bulletin)	8,200
Travel	1,000
Annual meeting expense	1,000
Miscellaneous	500
	(46,700)

*Assumes 500 Lyceum members at $10 and 1,100 Society members, two-thirds paying $5 and one-third paying $10, in the first year after merger.

REPORT OF THE NOMINATING COMMITTEE.

The nominating committee of the Thoreau Society and the Joint Merger Committee submit the following slates. For a merged organization, all previous officers and directors of both bodies are nominated for the new board. The size of the board will be reduced as terms expire. We have asked Ann Zwinger to remain for one year as President of the new society. Frederick Wagner has agreed to remain as President-elect for one year, and then to succeed Ann Zwinger. John H. Clymer has consented to be the chairman of the Executive Committee; Marian Wheeler, vice-president; Walter Harding, secretary; and Mary Anderson, treasurer. Members of the executive committee from the Thoreau Society will be Malcolm Ferguson, Linda Henning, Jane Langton, Michael Meyer, Fritz Oehlschlaeger, and Edmund Schofield Jr.; and from the Lyceum: Esther Almgren, Suzanne Altshuler, William Bailey, Thomas Blanding, Sharon Crawford, Persis Green, Sylvia Klinck, Jason Korell, Eleanor Moore, and Milton Paige Jr; also, ex-officio as past presidents of the society: Raymond Adams, J.Lyndon Shanley, Paul Oehser, Carl Bode, Lewis Leary, Roland Robbins, G.Russell Ready, R.L.Cook, Henry Beetle Hough, Albert Bussewitz, Leonard Kleinfeld, Frederick T. McGill Jr., William Howarth, Eugene Walker, Wendell Glick, H.H.Uhlig, W. Stephen Thomas, Paul Williams, Dana McLean Greeley, Anne McGrath, Walter Harding, and John McAleer; also as vice-presidents of the society: Patience Hosmer, Robert Needham, and Marian Wheeler.

If the merger is not adopted, nominees for the society would be president, Frederick Wagner; vice-president, Marian Wheeler; secretary, Walter Harding; treasurer, Mary Anderson; members of the executive committee for three years: Linda Henning and Malcolm Ferguson.

MECHANICS OF THE PROPOSED MERGER . . JC

In order to effect a merger between the Thoreau Society and the Thoreau Foundation Inc. (the Thoreau Lyceum), an affirmative vote of two-thirds of the members of both organizations will be required. The Thoreau Foundation's Board of Trustees (which also constitutes its voting members) has voted in principle to approve the merger and will take a final vote prior to the Society's annual meeting on July 9th.

The members of the Society will be asked to vote on the merger at the annual meeting on July 9th. Because many of you will not be able to attend the annual meeting, we are asking all Society members to sign and return the postcard proxy which is enclosed with this issue of the bulletin.

If the merger is voted at our annual meeting, it will become effective when "articles of merger" signed by the President and Treasurer of each organization are filed with the Secretary of the Commonwealth of Massachusetts.

If you should have any questions concerning the mechanics of the merger, please feel free to call Jack Clymer (617-725-1527) or to write him (% Hutchins & Wheeler, One Boston Place, Boston, MA 02108). Jack is the President of the Thoreau Foundation and Assistant Treasurer of the Society and has prepared the legal documents necessary to carry out the merger.

PROPOSED BY-LAWS FOR THE MERGED SOCIETY AND LYCEUM:

ARTICLE 1. Name and Purposes. Section 1.1. Name. The name of this corporation, which is duly organized a a charitable corporation under the laws of the Commonwealth of Massachusetts, shall be as set forth in its Articles of Organization as from time to time amended or restated. Section 1.2. Purposes. The purposes of the corporation shall be as set forth in its Articles of

Organization as from time to time amended or restated.

ARTICLE 2. Members of the Corporation. The membership of the corporation shall be composed of natural persons interested in Henry David Thoreau who shall apply for membership and continue to pay annual dues or subscribe to a lifetime membership in the Society. Dues of the Society shall initially be five dollars per annum and shall be determined from time to time by the Board of Directors after approval by majority vote of the members present at an annual meeting.

ARTICLE 3. Meetings of the Corporation. Section 3.1. Annual Meeting. The annual meeting of the membership of the Society shall be held each year, on the Saturday nearest the birthday of Henry David Thoreau, the date, hour, and place of meeting to be determined by the membership at the prior year's annual meeting and published as soon thereafter as practicable in the Society's periodical. Section 3.2. Special meetings. Special meetings of the membership may be called upon the petition of twelve members or upon the recommendation of the Board of Directors and may be held at such place as the President may determine within or outside the Commonwealth of Massachusetts. Section 3.3. Notice of Meetings. A written notice of any special meeting of the membership, stating the place, day, hour, and purposes thereof, and a written notice of the annual meeting summarizing generally the business expected to be conducted at such meeting shall be given by the Secretary, by the person or persons calling such meeting or by a person designated by the Board of Directors, at least twenty-one (21) days before the date of the meeting by publication in the Society's periodical or by mailing the same, postage prepaid, directed to each member at his address as last recorded on the books of the corporation. Whenever notice of a meeting is required to be given to a member under any provision of law, or of these by-laws, a written waiver thereof, executed before or after the meeting by such member, in person or by an attorney thereunto duly authorized, and filed with the records of the meeting, shall be deemed equivalent to such notice. Section 3.4. Quorum. At all meetings, a quorum shall consist of the members present in person or by proxy. Section 3.5. Vote Required. Each member shall have one vote. A plurality of the votes cast for the election of any office shall elect that person receiving the plurality to such office. A majority of the votes properly cast upon any question shall decide the question unless the matter is one which, by express provision of law or of these by-laws, requires a different vote, in which case such express provision shall govern.

ARTICLE 4. Board of Directors. Section 4.1. Powers. The Board of Directors shall have the general management and control of all the property, affairs, and funds of the corporation and shall exercise all the powers of the corporation except such as are expressly reserved to the membership by law, or by these by-laws. All officers and agents of the corporation shall act under the direction of the Board. No delegation of authority by the Board of Directors to any officer, agent, employee or committee shall preclude the Board of Directors from exercising its authority hereunder, and the Board may rescind any such delegation of authority at any time. The Board shall either report to, or secure the approval of the membership for any changes to the budget approved at the last annual meeting of the membership, if such changes would materially affect the profit or loss budgeted for. Section 4.2. Composition. The Board of Directors shall consist of the President, Chairman of the Executive Committee, Secretary, Treasurer, and not fewer than three nor more than twenty-five other persons, excluding past Presidents or Vice-Presidents. Directors must be members of the Society. Any past President or Vice-President when in attendance at a meeting of the Board of Directors shall have the full voting power of a Director, but shall not be counted for determining the existence of a quorum. The exact number of Directors (within the above limits) shall be fixed from time to time by the Board of Directors and no vacancy shall be deemed to exist in the Board until the number of Directors falls below the number so fixed. Section 4.3. Election and Tenure. Directors shall be nominated by the Nominating Committee. Members may also make nominations from the floor at the annual meeting and shall vote for Directors at such meeting, each member having one vote for each Director to be elected. Those persons receiving the highest number of votes shall be declared duly elected. At the annual meeting of the corporation in 1983, the nominees for Directors shall be divided into three classes approximately equal in size and shall be nominated to serve for terms of one, two and three years, respectively. Persons elected by the membership to the office of Director at the annual meeting of the membership held thereafter shall be elected for terms of from one to three years so that, insofar as practicable, the terms of one-third of the Directors shall expire each year. For subsequent elections, the term of office for a Director shall be three years. Each Director shall hold office until the expiration of the term or until death, resignation, disqualification, and election and qualification of a successor. No Director shall be elected to serve for more than three successive three-year terms, and the terms during which a Director serves as President, Chairman of the Executive Committee, Treasurer, or Secretary shall not be counted in applying the foregoing limitation. Section 4.4 Vacancies. Any vacancy in the office of Director may be filled by a majority vote of the Directors then in office at any meeting. Any such vacancy may also be filled by the membership at any annual or special meeting unless such vacancy shall have been previously filled by the Board of Di-

rectors. A Director so elected to fill such vacancy by the Board of Directors or by the membership at a special meeting shall hold office only until the next annual meeting, at which time a successor shall be elected to fill such vacancy for the remainder of the unexpired term, if any. Section 4.5. Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place within or outside the Commonwealth of Massachusetts when called by the President or by two or more Directors, reasonable notice thereof being given by the Secretary, or by the Directors calling the meeting, to each Director and past President or Vice-President entitled to vote at the meeting as a Director. Any notice shall be sufficient if given in person or by telegram at least seven (7) days, or by mail at least ten (10) days before the meeting, such notice in the case of telegraph or mail directed to him at his address as last recorded on the books of the corporation. Such notice shall specify the purpose of any meeting of the Directors. Notice of a meeting need not be given to any Director who executes a written waiver of notice, before or after the meeting, if such notice is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior to the meeting or at its commencement the lack of notice. Section 4.6. Quorum. Except as otherwise provided in these by-laws, fifty percent of the members of the Board of Directors shall constitute a quorum for the transaction of business; but less than a quorum may adjourn a meeting from time to time to a future date or dissolve a meeting which has been called. Except as otherwise expressly provided by law or by these by-laws, when a quorum is present at any meeting, the affirmative vote of the majority of Directors present at the meeting shall be sufficient for transacting any business brought before the meeting. Section 4.7. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors, excluding past officers, consent to the action in writing and the written consents are filed with the records of meetings of Directors. No consent of past Presidents, Vice-Presidents or other officers whose term of office has expired is required in order for such action to be taken, provided the consent of all persons currently holding the office of Director has been given. Such consent shall be treated for all purposes as a vote at a meeting.

ARTICLE 5. Officers of the Corporation. Section 5.1. Officers. The officers of the Corporation shall be a President, a Chairman of the Executive Committee, a Treasurer, a Secretary and such other officers elected or appointed in such manner and with such powers and duties as the Board of Directors may from time to time determine. Section 5.2. Election and Tenure. The officers of the Corporation shall be elected annually by the membership at the annual meeting. After the balloting, the candidate for each office receiving the highest number of votes shall be declared the duly elected officer. Officers shall hold office for one year and until their successors are elected and qualify, unless they shall sooner die or resign. No person shall serve as President for more than three successive terms. Section 5.3. Qualification. No officer need be a Director. Unless the corporation shall have a duly appointed resident agent, the Secretary shall be a resident of the Commonwealth of Massachusetts. The same person may hold more than one office, except that neither the President nor the Chairman of the Executive Committee shall hold the office of either Treasurer or Secretary. Section 5.4. Vacancies. A vacancy in any office, however caused, may be filled by vote of the Directors at any meeting, such person to serve until the next annual meeting. Section 5.5. President. The President shall be the corporation's principal officer in relation to the work of the Board and its Committees, shall recommend policies for consideration by the Board of Directors, and shall serve, or shall designate a representative to serve, ex officio, on each committee of the corporation. The term "ex officio" as used in these by-laws shall mean "by reason of the office," and a person holding office or designated to serve "ex officio" shall have full voting power and shall be counted in determining the existence of a quorum. The President, if present, shall preside at all meetings of the membership and the Board of Directors and, except as provided by vote of the Board of Directors, shall appoint such standing and other committees not otherwise provided for herein as may be deemed advisable, shall appoint the chairmen thereof, and shall fill vacancies therein. Section 5.6. Chairman of the Executive Committee. The Chairman of the Executive Committee shall be the representative of the Board of Directors in the management of the corporation and shall have the necessary authority and responsibility to oversee and guide the corporation in all of its activities, subject only to such policies as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action. The Chairman of the Executive Committee shall act as the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person so to act and shall preside at all meetings of the Executive Committee. Section 5.7. Treasurer. The Treasurer shall keep, or shall cause to be kept, regular books of account, which shall be open at all times to the inspection of any Director and shall report to the Board of Directors at regular intervals the financial condition of the corporation, to ensure that a true and accurate accounting of the financial transactions of the corporation is made. The Treasurer shall be responsible for the safekeeping of all investments and funds of the corporation, which funds and investments shall be held in such depository or depositories as the Board of Directors shall select. The securities of the corporation, or any of them, may be held in the name of a nominee if the Board of Directors ap-

proves of such method of registration, and the Treasurer shall not be liable for any loss arising from such registration. If the Board of Directors so determines, the Treasurer shall have power to sell and to endorse or assign for transfer any securities standing in the name of the said corporation and to authorize the sale or transfer of securities held in the name of a nominee. Section 5.8. Secretary. The Secretary shall have general charge of the records of the corporation and shall keep minutes of all meetings of the membership and of the Board of Directors, which records shall be open to inspection by the Directors at all times. The Secretary shall give such notice as is required of meetings of the membership and Directors and shall perform all duties commonly incident to the office. The membership may elect annually an Assistant Secretary, who, in the absence of the Secretary, shall perform the duties of that office. In the event of the absence of the Secretary and Assistant Secretary from any meeting of the membership or of the Board of Directors, the meeting shall appoint a temporary Secretary to keep the records of such meeting and perform such other duties in connection with that office as the meeting may prescribe. Section 5.9. Miscellaneous Powers and Duties. The President, Chairman of the Executive Committee, Treasurer, Secretary, and any Assistant Secretary shall also have such other powers and duties as may be prescribed from time to time by the Board of Directors.

ARTICLE 6. Committees. Section 6.1. Executive Committee. The President shall annually appoint, subject to the approval of the Board of Directors, an Executive Committee, consisting of as many members as the President shall recommend, but in no event fewer than five persons. Members of the Executive Committee shall serve for a term of one year and may serve without limit all successive one-year terms to which they are elected. Members may, but need not, be members of the Board of Directors. Any vacancy in the Executive Committee shall be filled by the President. The Executive Committee shall: (a) Manage and attend to the property of the corporation; (b) Maintain its collections; (c) Encourage its educational programs; (d) Appoint and oversee the activities of such subcommittees as it may from time to time establish; and (e) Submit an operating budget to the Board of Directors for approval annually. The Committee shall report its actions to the Board of Directors at regular intervals. Section 6.2. Nominating Committee. At each annual meeting of the membership the President shall recommend for approval by the members a Nominating Committee consisting of not fewer than three persons. Members of the Nominating Committee shall serve for a term of one year and may serve without limit all successive one-year terms to which they are elected. Any vacancy in the Nominating Committee shall be filled by the Board of Directors. The Nominating Committee shall solicit from all members nominations for Officers and Directors and for the Chairman of the Program Committee for the Annual Meeting, who are to be elected by the membership at the next annual meeting, and shall furnish to the members at least one month in advance of the annual meeting a list of persons so nominated and willing to serve, including their addresses and a brief biography. The Nominating Committee shall report at regular intervals to the Board of Directors. Section 6.3. Publications Committee. The President shall recommend, and the Board of Directors shall appoint, annually, a Publications Committee, consisting of as many members as the Board shall from time to time determine. Members of the Publications Committee shall serve for a term of one year and may serve without limit all successive terms to which they are appointed. Members may, but need not, be members of the Board of Directors. Any vacancy in the Publications Committee may, but need not, be filled by the President. The Publications Committee shall recommend publications to be published and shall oversee the Society's publication program. The Publications Committee shall report to the Board of Directors at regular intervals. Section 6.4. Program Committee for the Annual Meeting. At each annual meeting the membership shall elect a Chairman of the Program Committee for the Annual Meeting, who may thereafter appoint such additional members as may be advisable to assist in formulating the program for the annual meeting of the Society. Such committee shall plan the program for such meeting in consultation with the President in such manner as will educate, inform, and entertain the membership. The Chairman and members of the Program Committee for the Annual Meeting shall serve for a term of one year and may serve without limit all successive terms to which they are elected or appointed. Section 6.5. Other Committees. There shall be such other standing and special committees and with such powers as may from time to time be determined by the President with the concurrence of the Board. Members of such committees may, but need not, be members of the Board of Directors. Section 6.6. General Provisions Relating to Committees. Each committee shall keep written minutes of its meetings which shall be current, dated, signed and delivered to the Secretary to be kept with the records of the corporation. A committee may adopt such rules and regulations concerning the conduct of its affairs as it may from time to time determine to be desirable. Committees shall hold meetings at such times and places as they may determine. Notice of any regular meeting of a committee need not be given, but notice of any special meeting of a committee shall be given at least seven (7) days in advance in person, by telephone, or by telegraph or mail. A member of any committee shall for all purposes be deemed to have received due notice if present at such meeting or if such member in writing waives notice thereof before or after the meeting, in writing. At a committee meeting, a quorum shall be one-half the number of members of the committee. When a quorum is present at any meeting, the vote

of a majority of the committee members present shall decide any questions brought before such meeting.

ARTICLE 7. Indemnification of Directors and Officers. Any person serving or who has served as a Director or officer of the corporation, or at its request as Director, officer, employee, or other agent of another organization in which it has an interest, may be indemnified by the corporation to the extent permitted under the laws of the Commonwealth of Massachusetts.

The right of indemnification contained in this Article shall not be deemed exclusive, is in addition to any other right which such person may have or obtain, and shall accrue to the estate of such person.

This Article shall not limit the power of the Board of Directors to authorize the purchase and maintenance of insurance on behalf of any person who is or has been a Director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or other agent of another organization in which it has an interest against any liability incurred by such person in any such capacity, or arising out of such status, whether or not the corporation would have the power of indemnification against such liability under this Article.

ARTICLE 8. Office and Seal. Section 8.1. Location. The corporation shall have such offices in addition to the principal office set forth in the Articles of Organization, as amended, as the Board of Directors may from time to time designate. Section 8.2. Seal. Tht corporate seal shall be in such form as the Board of Directors may from time to time determine.

ARTICLE 9. Miscellaneous. Section 9.1. Bonds. The Board of Directors may from time to time require any one or more of the officers or agents of the corporation to give bonds for the faithful performance of their duties in such form, in such sum and with such sureties as the Board may determine. The premium for all such bonds shall be paid by the corporation. Section 9.2. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the corporation shall end at the close of business on the last day of June in each year. Section 9.3. Voting Stock in Other Corporations. Whenever the corporation shall own stock of, or shall be a member in, another corporation, the Treasurer, acting either in person or by proxy, may exercise in the name and on behalf of the corporation all voting and subscription rights thereof, but the Board of Directors may from time to time, either generally or in any specific instance, delegate like authority to any one or more other persons. Section 9.4. Execution of Writings. To the extent that the Board of Directors shall generally or in any specific instance provide, any bill, note, check, or other negotiable instrument shall be made, signed, accepted, or endorsed in the name and on behalf of the corporation, and any other contract or written instrument whatsoever shall be signed, sealed with the corporate seal, acknowledged and delivered, in the name and on behalf of the corporation, by any one or more of the following officers: the President, the Chairman of the Executive Committee or the Treasurer. Section 9.5. Execution of Certifications. Any action taken by the membership or the Board of Directors at any meeting may be certified by the officer whose duty it is to keep the minutes of such meeting or by the officer or Director keeping the records thereof or presiding thereat; and any such certificate shall be conclusive evidence for all purposes that the action so certified was taken. Section 9.6. Respecting Certain Contracts. Except as provided in Article 7 no contract or other transaction between this corporation and any other organization, and no act of this corporation, shall be affected by the fact that a director, officer or employee of this corporation has a financial or other interest in such other organization. Any director, officer, or employee, individually' or any firm or corporation in which such director, officer or employee may have an interest may be a party to, or may have a financial or other interest in, any contract or transaction of this corporation provided that the fact that such person, firm or corporation is so interested shall be disclosed or shall have been made known to the Board of Directors, or a majority of the members thereof, and provided further, that such person shall neither vote nor attempt to use personal influence on the matter, nor shall such person be counted in determining the existence of a quorum for voting upon such matter. Notwithstanding the foregoing requirement, any such director, officer or employee may briefly state a position on such matter and may answer pertinent questions of other directors, officers or employees if such person's knowledge will assist them in arriving at a conclusion upon such matter.

ARTICLE 10. No Distribution of Income--Dissolution. None of the funds, property or net earnings of the corporation shall be divided among the members of the corporation or be used or appropriated for purposes other than those set forth in the corporation's Articles of Organization or of these by-laws or otherwise than in accordance with the laws of the Commonwealth of Massachusetts.

The Board of Directors is authorized to receive and accept in the name of the corporation all money and property given to the corporation in trust or otherwise in accordance with the laws of the Commonwealth of Massachusetts.

In the event that the corporation is dissolved or liquidated, the funds, property and net earnings of the corporation shall be distributed to the Concord Free Public Library, as provided in the corporation's Articles of Organization. Should the Articles of Organization fail to provide for the disposition of any of the assets of the corporation upon dissolution, such assets of the corporation remaining after providing for the payment of its debts and obligations shall be expended exclusively for

the purposes of the corporation in such manner, or distributed to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors shall determine in accordance with the laws of Massachusetts. Any of the assets not so disposed of shall be expended exclusively for such purposes or distributed to such organization or organizations organized and operated exclusively for such purposes, as shall be determined by a court in Massachusetts having jurisdiction of such matters.

ARTICLE 11. Amendment. These by-laws may be altered, added to, amended or repealed by the affirmative vote of at least two-thirds of the members of the corporation present in person or by proxy at any meeting, provided that notice of the proposed alteration, addition, amendment or repeal shall have been given or a reasonable summary thereof shall have been included in the notice or in the waiver of notice of the meeting.

NOTES AND QUERIES

COLLECTORS' CORNER. David Frank (9916 Almeda Ct., Fort Worth, Tex 76108) is offering one of the largest collections of Thoreau materials to come on the market in recent years for $25,000. It includes among other things the MS of Thoreau's last handwritten letter of Feb. 18, 1862 to Ticknor and Fields, laid in Fields' first edition of A WEEK, three different sets of the Manuscript Edition, two sets of the Walden Edition, two pages of the "Walking" MS, two misc. pages of MS, a first of WALDEN with three letters of H.G.O.Blake about Thoreau laid in, another first of A WEEK, plus many, many other firsts and other books by and about Thoreau. . . . Paul C. Richards of Templeton, Mass. is offering Thoreau's letter of May 31, 1856 to Russell for $3500 and a set of the Manuscript Edition for $2500.

The Walden Forever Wild Committee sponsored its annual day at Walden Pond on April 23 with David Brower as the featured speaker.

Parker Huber will conduct another of his Thoreau seminars in the Maine Woods this summer. For details write him at Eastern Connecticut State University, Willimantic, Conn. 06226.

ADDITIONS TO THE THOREAU BIBLIOGRAPHY...WH

Cameron, Kenneth. TRANSCENDENTAL EPILOGUE. Vol.2. Hartford: Transcendental Books, 1982. The other two volumes of this set were published 18 years ago. This volume contains among other things a facsimile text of Thoreau's lost journal with index and notes.

Concord Free Public Library. RESEARCHER'S GUIDE TO THOREAU MATERIAL IN THE SPECIAL COLLECTIONS OF THE CONCORD FREE PUBLIC LIBRARY. [1983]..A leaflet checklist.

Emerson, Ellen Tucker. THE LETTERS OF. Edited by Edith E.W.Gregg. Kent State Univ. Press, 1982. 2vol. $75. This tremendous collection of family letters by Emerson's daughter, covering from 1846 to 1892 is a storehouse of information about the Concord writers and Concord itself. Thirty entries pertain to Thoreau. We learn of the existance of a hitherto unknown ambrotype of Thoreau (though its present whereabouts--if it still exists--is unknown. We find a wonderful description of Thoreau playing in a snowhouse with the Emerson children. We get a new glimpse of Thoreau lecturing, of his telling stories of Monadnock, of Emerson admitting he didn't understand Thoreau's "trout in the milk," etc. It is fun reading and contains a wealth of information.

Jones, Samuel Arthur. THOREAU AMONGST FRIENDS AND PHILISTINES AND OTHER THOREAUVIANA. Edited by George Hendrick. Athens: Ohio University, 1983. 241pp. $23.95. Just before the turn of the century, Jones, one of the pioneer Thoreau scholars, wrote a number of articles that were important both in spreading Thoreau's fame and in correcting mistakes of some of the early biographers. Hendricks has performed a real service in gathering these scattered and difficult to find essays together into one volume. To it he appends a hitherto unpublished work of Jones, "Thoreau Amongst Friends and Philistines," which consists of a collection of rather trivial notes and reviews of various Thoreau books by various hands with rather irascible commentary by Jones, plus an interesting collection of reminiscences of Thoreau collected from obscure places. Unfortunately Jones had an abominable prose style, invariably using ten words where he needed only five and filling his sentences with irrelevancies. But the book is an important one for scholars who will be saved much searching.

Thoreau, SWEET WILD WORLD. Edited by William M. White. Illus. by Georgia Dearborn. Boston: Charles River Books, 1982. 184pp. A sequel to White's ALL NATURE IS MY BRIDE, this is another collection of passages from Thoreau's JOURNAL set up typographically as free verse. Once again it demonstrates most effectively how poetic is Thoreau's prose. A book to dip into meditatively.

Vickery, Jim Dale. "Travels with Henry" CANOE, 11 (April, 1983), 48-53.

-----. "Thoreau: On the Alert to Find God in Nature." SPIRITUAL LIFE, (1983?), 48-54

We are indebted to the following for information sent in for this bulletin: W.Bly, G.Boudreau,A.Butler,C.Cardillo,J.Clymer,I. Dorner,R.Epler,R.Ganley,D.Greeley,K.Harber, W.Heath,R.Howard,E.Hunt,A.Kovar,D.Kamen-Kaye,R.Levenson,A.McGrath,W.McInnes,L.Needham,G.Papademetriou,G.Ryan,E.Schofield,E. Shaw,M.Sherwood,J.Zuithoff, and A. Zwinger. Please keep the secretary informed of items he has missed and new items as they appear.